

Cindy Altemus

ITEL

No.

Date 0 OCT 7 8 A 061 1980

Fee \$ 20.00

September 24, 1980 ICC Washington, D. C.

Rail Division

Two Embarcadero Center
San Francisco, California 94111
(415) 955-9090
Telex 34234

OCT 2 1980 - 2 00 PM

File 3 INTERSTATE COMMERCE COMMISSION

C. County

Ms. Agatha Mergenovich, Secretary
Interstate Commerce Commission
Washington, DC 20423

Re: Itel Corporation
Equipment Trust 1977 Series 2
Equipment Trust Agreement dated as of March 15, 1977
9½% Equipment Trust Certificates due October 31, 1992

Dear Ms. Mergenovich:

File → Pursuant to 49 U.S.C. Section 11303(a) and the Interstate Commerce Commission's rules and regulations thereunder, I enclose herewith, on behalf of Itel Corporation, for filing and recordation, as an additional filing under the Equipment Trust Agreement, dated as of March 15, 1977, which was filed on April 14, 1977 at 4:05 P.M. and given Recordation No. 8781, three (3) executed counterparts of the following document:

Certificate of Correction and Agreement, dated as of September 8, 1980 to Supplement No. 2 to Equipment Trust Agreement dated as of March 15, 1977.

The names and addresses of the parties to the aforementioned document are:

- (1) Itel Corporation, Rail Division
Two Embarcadero Center, 24th Floor
San Francisco, California 94111
- (2) First Security Bank of Utah, N.A. as Trustee
79 South Main Street
Salt Lake City, Utah 84111

Cross index Please cross-index the above-referenced Certificate of Correction and Agreement with the following document, which is filed under Recordation No. 8819:

Lease Agreement, dated as of April 20, 1977, between Itel Corporation and McCloud River Railroad Company.

The equipment covered by the enclosed Certificate of Correction and Agreement is fifty (50) boxcars (A.A.R. mechanical designation XM; 50'6" in length, 9'6" in inside width, 10'7" in height and with 8' double sliding doors), formerly, and until remarked, marked with McCloud Railroad marks in the series MR2000 - 2399, to be remarked to CPLT 7850 through and including 7899.

Enclosed also is a check for \$20.00 for the required recordation (\$10.00) and cross-indexing (\$10.00) fees.

Please stamp all counterparts of the enclosed document with your official recording stamp. You will wish to retain one (1) counterpart of the document for your files; it is requested that the remaining two (2) counterparts be delivered to the bearer of this letter.

Sincerely,

A handwritten signature in black ink, reading "Patricia Salas Pineda". The signature is fluid and cursive, with the first name "Patricia" being the most prominent.

Patricia Salas Pineda
Counsel

PSP:vv

cc: Robert S. Clark, Esq.
Mike Walsh, Esq.
Steve C. Wight

Interstate Commerce Commission
Washington, D.C. 20423

10/2/80

OFFICE OF THE SECRETARY

Robert S. Clark, Esq.
Itel Rail Division
Two Embarcadero Center
San Francisco, Calif. 94111

Dear **Sir:**

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on **10/2/80** at **2:00pm**, and assigned recordation number(s).

8781-H, 8781-I & 8819-Q, 8819-R

Sincerely yours,

Agatha L. Mergenovich
Agatha L. Mergenovich
Secretary

Enclosure(s)

8781
F-0051
9/24/80

CERTIFICATE OF CORRECTION AND AGREEMENT
DATED AS OF SEPTEMBER 8, 1980
TO SUPPLEMENT NO. 2
TO EQUIPMENT TRUST AGREEMENT
DATED AS OF MARCH 15, 1977
OCT 2 1980 - 2 00 PM
INTERSTATE COMMERCE COMMISSION
RECORDATION NO. 8781 Filed 1425

CERTIFICATE OF CORRECTION AND AGREEMENT, dated as of September 8, 1980, to Supplement No. 2 To Equipment Trust Agreement Dated As Of March 15, 1977, between FIRST SECURITY BANK OF UTAH, N.A., as Trustee (hereinafter called the "Trustee") and ITEL CORPORATION, a Delaware corporation, as successor to SSI Rail Corp. (hereinafter called "Itel").

WHEREAS, the parties hereto are parties to that certain Equipment Trust Agreement dated as of March 15, 1977, which was filed and recorded with the Interstate Commerce Commission pursuant to 49 U.S.C. 11303 on April 14, 1977 and given recordation number 8781; and

WHEREAS, the Equipment Trust Agreement was supplemented by that certain Supplement, dated as of June 15, 1977, and that certain Amendment, dated as of September 1, 1977, to record the assignment and transfer of additional Equipment (as defined in the Equipment Trust Agreement) to the Trustee and said first Supplement and Amendment were filed and recorded with the Interstate Commerce Commission pursuant to 49 U.S.C. 11303 on July 5, 1977 and September 20, 1977, respectively, and bear recordation numbers 8781-A and 8781-B, respectively; and

WHEREAS, Itel and the McCloud River Railroad Company (hereinafter called the "Lessee") entered into a lease of Equipment dated as of April 20, 1977 (such lease, together with any amendments or supplements thereto, being hereinafter called the "Lease"), pursuant to the first and un-numbered Equipment Schedule of which, executed by Itel on April 29, 1977, Itel leased to Lessee four hundred (400) of the units of Trust Equipment (here and hereinafter as defined in the Equipment Trust Agreement), bearing road numbers MR 2000 through and including MR 2399; and

WHEREAS, the Lessee, with the consent of Itel, entered into a Sublease, made as of January 24, 1980 (hereinafter called the "Sublease") with the Camino, Placerville and Lake Tahoe Railroad (hereinafter called the "Sublessee") of fifty (50) units of Trust Equipment leased by Itel under the Lease to the Lessee, and bearing Lessee's road numbers as specified in Exhibit A to Supplement No. 2 to Equipment Trust Agreement; and

WHEREAS, pursuant to the Sublease, the road numbers of said Trust Equipment are to be changed by remarking to CPLT 7850 to and including CPLT 7899; and

WHEREAS, the Equipment Trust Agreement was also supplemented by that certain Supplement No. 2, dated as of January 24, 1980 (hereinafter called the "Supplement"), which was filed with the Interstate Commerce Commission on May 5, 1980, and given recordation number 8781-E and which sets forth, as required by Sections 4.07 and 6.03 of the Equipment Trust Agreement, the road numbers of Trust Equipment substituted for any previous numbers of Trust Equipment through remarking of the Trust Equipment; and

WHEREAS, the Supplement and Exhibit A to the Supplement incorrectly describe some of the previous numbers of Trust Equipment for which new road numbers have been substituted and the supplement also incorrectly states the name of the Trustee; and

WHEREAS, the parties hereto now desire to correct the description of the units of Trust Equipment contained in the Supplement and Exhibit A to the Supplement, as well as to add the road numbers of the Sublessee that have replaced the road numbers of the Lessee and to correctly state the name of the Trustee;

NOW, THEREFORE, in consideration of the premises and other good and valuable consideration the receipt of which is hereby acknowledged, the parties hereto hereby agree as follows:

1. Section I of the Supplement is hereby amended by deleting the numbers "2254", "2280", "2285", "2319" and "2341" each time they appear, and replacing them with the numbers "2245", "2253", "2273", "2283", and "2287" respectively.
2. Exhibit A to the Supplement is hereby deleted in its entirety and replaced by the attached Exhibit A.
3. Any references in the Supplement to "First Security State Bank of Utah, N.A." are hereby changed to "First Security Bank of Utah, N.A."
4. Except as hereinabove specifically set forth, the Supplement shall remain in full force and effect as when executed.
5. The provisions of this Certificate of Correction and Agreement, and all rights and obligations of the parties hereunder, shall be governed by the laws of the State of Utah.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be executed in their respective names, by officers thereunto duly authorized.

FIRST SECURITY BANK OF UTAH, N.A.,
as Trustee

By: 

Authorized Officer

Date: 10-1-80

ATTEST: 

Authorized Officer

ITEL CORPORATION
RAIL DIVISION

By: 

Authorized Officer

Date: 9/28/80

ATTEST: 

Authorized Officer

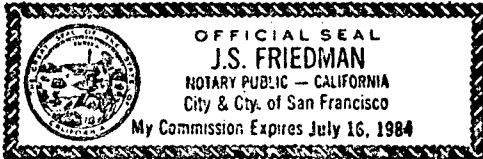
EXHIBIT A

<u>MR NUMBER</u>	<u>CPLT NUMBER</u>	<u>MR NUMBER</u>	<u>CPLT NUMBER</u>
2245	7850	2332	7875
2260	7851	2339	7876
2263	7852	2340	7877
2264	7853	2287	7878
2266	7854	2346	7879
2267	7855	2349	7880
2268	7856	2350	7881
2278	7857	2351	7882
2253	7858	2352	7883
2281	7859	2354	7884
2282	7860	2355	7885
2273	7861	2358	7886
2289	7862	2359	7887
2291	7863	2360	7888
2297	7864	2364	7889
2298	7865	2365	7890
2299	7866	2370	7891
2303	7867	2373	7892
2306	7868	2377	7893
2308	7869	2379	7894
2311	7870	2382	7895
2283	7871	2383	7896
2323	7872	2386	7897
2327	7873	2387	7898
2330	7874	2390	7899

STATE OF CALIFORNIA)
)
COUNTY OF SAN FRANCISCO)

SS:

On this 24th day of September, 1980 before me personally appeared John C. Kingery to me personally known, who, being by me duly sworn, says that he is President of ITEL CORPORATION, RAIL DIVISION, that the foregoing instrument was signed on behalf of said corporation by authority of its By-laws and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



(Notarial Seal)

J.S. Friedman
Notary Public

My Commission Expires:

STATE OF UTAH)
)
COUNTY OF SALT LAKE)

SS:

On this 1st day of October, 1980, before me personally appeared John R. Szaer, to me personally known, who, being by me duly sworn, says that he is an Authorized Officer of FIRST SECURITY BANK OF UTAH, National Association, a national banking association, that the foregoing instrument was signed on behalf of said national banking association by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said national banking association.

(Notarial Seal)

Randy B. Mariani
Notary Public

My Commission Expires: 2-8-88